

UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

<p><b>MICHAEL PRESCOTT</b></p> <p style="text-align: center;"><b>Plaintiff,</b></p> <p style="text-align: center;"><b>v.</b></p> <p><b>COMTECH MOBILE DATACOM CORPORATION,</b></p> <p style="text-align: center;"><b>Defendant.</b></p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p><b>Civil Action: 1:12-cv-00699-YK</b> <b>(CHIEF JUDGE KANE)</b></p> <p><b><u>DECLARATION OF</u></b> <b><u>CHARLES COSGROVE</u></b></p>
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CHARLES COSGROVE declares pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am Chief Financial Officer (CFO) of Comtech Mobile Datacom Corporation (“CMDC”), Defendant in the above-captioned matter. I have worked for CMDC as its CFO for two (2) years. I am fully familiar with the facts and circumstances stated herein and submit this Declaration in support of Defendant CMDC’s motion to transfer venue. Except as otherwise noted, this Declaration is based on my personal knowledge.

2. My principal residence is located in Great Falls, Virginia.

3. CMDC’s corporate headquarters and principal place of business is located in Germantown, Maryland, within the District of Maryland. CMDC currently has 53 employees.

4. My office is located at CMDC’s corporate headquarters in Germantown, Maryland.

5. CMDC does not maintain any office in Pennsylvania.

6. CMDC transacts only limited business within the Commonwealth of Pennsylvania.

7. GeoDecisions is neither a current customer nor a current supplier of CMDC.

8. Plaintiff was hired by CMDC to serve as Sales Manager, Government and SENS Sales, and began working on December 1, 2009.

9. Plaintiff initially reported to William Vaughn ("Vaughn"), CMDC's Senior Vice President of Government Programs. Vaughn's position was based in Maryland.

10. At various times during Plaintiff's employment, Plaintiff reported that he maintained residences in Castle Rock, Colorado; Germantown, Maryland; and Gaithersburg, Maryland.

11. Plaintiff maintained a national sales territory, which required him to travel to visit accounts and to travel to the corporate office in Maryland.

12. Plaintiff was not responsible for any customer accounts or prospective customer accounts in Pennsylvania.

13. As part of a larger reduction in force, Plaintiff was notified of his layoff on or about April 12, 2011, and his official termination date was May 2, 2011.

14. On or about July 21, 2011, Plaintiff disputed the circumstances surrounding his termination by filing a charge of discrimination with the Equal Employment Opportunity Commission's ("EEOC") Denver, Colorado district office. A true and correct copy of the EEOC charge is annexed hereto as Exhibit A.

15. On or about February 29, 2012, after more than 180 days had passed from the filing of the charge, the Denver, Colorado office of the EEOC issued Plaintiff a Notice of Rights to Sue (Issued On Request). A true and correct copy of the Notice of Rights issued by the Denver EEOC is annexed hereto as Exhibit B.

16. To the extent there are any relevant personnel records concerning Plaintiff, they are located in Maryland, and not in the Middle District of Pennsylvania.

17. It is far more convenient for CMDC, and/or its corporate representatives, to appear as witnesses in court in Maryland than in the Middle District of Pennsylvania.

18. CMDC is not aware of any potentially relevant witnesses within the Middle District of Pennsylvania. The potential witnesses in the instant action are current or former Comtech employees who worked at or reported into corporate headquarters in Maryland.

I declare under penalties of perjury that the foregoing is, to the best of my knowledge, information and belief, true and correct.

Dated: June 8, 2012

/s/Charles Cosgrove  
CHARLES COSGROVE